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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of New Wisdom Holding Company Limited.*

**New Wisdom Holding Company Limited**  
**新智控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8213)

**Oceanic Fortress Holdings Limited**  
**瀚堡控股有限公司**

*(Incorporated in the British Virgin Islands with limited liability)*

## **JOINT ANNOUNCEMENT**

**DELAY IN DESPATCH OF THE COMPOSITE OFFER AND  
RESPONSE DOCUMENT RELATING TO  
MANDATORY UNCONDITIONAL CASH OFFER BY  
 **KINGSTON SECURITIES**  
FOR AND ON BEHALF OF  
OCEANIC FORTRESS HOLDINGS LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES OF  
NEW WISDOM HOLDING COMPANY LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR AGREED  
TO BE ACQUIRED BY THE OFFEROR AND  
PARTIES ACTING IN CONCERT WITH IT)**

**Financial Adviser to the Offeror**

 **KINGSTON CORPORATE FINANCE**

**Independent Financial Adviser to the Independent Board Committee**



Reference is made to the joint announcement issued by New Wisdom Holding Company Limited (the “**Company**”) and Oceanic Fortress Holdings Limited (the “**Offeror**”) dated 25 April 2018 (the “**Joint Announcement**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

## **DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT**

As set out in the Joint Announcement, it is the intention of the Offeror and the Company to combine the offer document and the response document in the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document, together with the Form of Acceptance, should be despatched to the Independent Shareholders within 21 days of the Joint Announcement (i.e. on or before 16 May 2018), unless the Executive has granted its consent to postpone the despatch date of the Composite Document.

As additional time is required to finalise certain information to be included in the Composite Document, an application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code for its consent to extend the deadline for the despatch of the Composite Document to a date falling on or before 25 June 2018, and the Executive has granted its consent for such extension.

Further announcement(s) will be made by the Company and the Offeror as and when appropriate in compliance with the Takeovers Code.

By order of the Board  
**New Wisdom Holding Company Limited**  
**Chan Kin Chun Victor**  
*Executive Director and Chairman*

By order of the sole director  
**Oceanic Fortress Holdings Limited**  
**Huang Li**  
*Director*

Hong Kong, 16 May 2018

*As at the date of this joint announcement, the Board comprises Mr. Chan Kin Chun Victor and Mr. Zheng Hua as executive Directors and Mr. Chan Yee Ping Michael, Mr. Deng Guozhen and Mr. Zeng Shiquan as independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that any information relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, Ms. Huang Li is the sole director of the Offeror.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group, the Directors and the Vendor) and confirms, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this joint announcement (other than those expressed by the Group, the Directors or the Vendor) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*This joint announcement will be published on GEM website at <http://www.hkgem.com> on the “Latest Company Announcement” page and on the Company’s website at [www.nwhcl.com](http://www.nwhcl.com) for at least 7 days from the date of publication.*

*The English text of this joint announcement shall prevail over its Chinese text.*